

By-law #1

A by-law relating generally to the conduct of the affairs of
CANADIAN INSTITUTE FOR SYNCHROTRON RADIATION
INSTITUT CANADIEN DU RAYONNEMENT SYNCHROTRON
(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

Interpretation and Amendments

1. Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Board" means the Board of Directors of the Corporation, and **"Director"** means a member of the Board;

"by-laws" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"meeting of members" includes an annual meeting of members or a special meeting of members; **"special meeting of members"** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"member proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;

"Regulations" means the Regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by at least two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of the by-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in the by-laws.

3. Invalidity of Provisions of the By-laws

The invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions.

4. By-laws and Effective Date

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of *institutional* members, where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of *institutional* members or if it is rejected by the members at the meeting. If a by-law, amendment or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the *institutional* members.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Change) of the Act because such by-laws, amendments or repeals are only effective when confirmed by members.

Membership

5. Membership Rights and Conditions

Subject to the articles, there shall be two (2) classes of members in the Corporation, namely, *institutional* members and *individual* members. The Board of Directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution.

The following conditions of membership shall apply:

Institutional Members

- a. *Institutional* membership shall be available to any Canadian university, government laboratory or industrial corporation that has staff members who are actively involved or intend to become involved in the generation or use of synchrotron radiation.
- b. As set out in the articles, each *institutional* member in good standing is entitled to receive notice of, attend and vote at all meetings of the *institutional* members of the Corporation, and each such *institutional* member shall be entitled to one (1) vote at such meetings.

Individual Members

- c. *Individual* membership shall be available to any scientist, engineer, graduate student or individual otherwise qualified who has an interest in the generation or use of synchrotron radiation, and who has been accepted for *individual* membership in the Corporation.
- d. As set out in the articles, each *individual* member in good standing is entitled to receive notice of, attend and vote at all meetings of the *individual* members of the Corporation, and each such *individual* member shall be entitled to one (1) vote at such meetings and may vote in person or by proxy.
- e. Except as otherwise provided by the Act, an *individual* member shall not be entitled to receive notice of, attend or vote at meetings of the *institutional* members of the Corporation.

The term of membership of both classes of members and renewal thereof shall be set out in the policies of the Corporation.

Membership is not transferrable between individuals or institutions.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

6. Membership Fees

There shall be a membership fee for *institutional* members set by the Board of Directors, subject to approval by the *institutional* members.

The membership fee for *individual* members, if any, shall be set by the Board of Directors, subject to approval by the *individual* members.

Members shall be notified in writing of the membership dues payable by them.

7. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;

- b. the member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member fails to pay any applicable fees within a period of time as prescribed by the policies of the Corporation;
- d. the member resigns by delivering a written resignation to the Chair of the Board of the Corporation, in which case such resignation shall be effective on the date specified in the resignation;
- e. the member is expelled in accordance with any Discipline of Members section or is otherwise terminated in accordance with the articles or by-laws;
- f. the member's term of membership expires; or
- g. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

8. Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation on any one or more of the following grounds:

- a. violating any provision of the articles, by-laws or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation, as determined by the Board in its sole discretion; or
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard for the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no such written submissions are received, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

Board of Directors

9. Role and Authority of the Board

Together, all Directors, referred to as the “Board of Directors,” are ultimately responsible for managing, supervising and making decisions regarding the activities and affairs of the Corporation. The Board of Directors is accountable to the members.

Without limiting the generality of the Board’s authority, the Board shall specifically conduct or supervise, and may allocate funds for, the following activities:

- a. coordinating and writing applications for grant funds for the support of synchrotron radiation facilities and of related research;
- b. allocating funds from grants awarded to the Corporation for scientific activities;
- c. providing scientific oversight of synchrotron radiation facilities and of research programs supported by the funds of the Corporation;
- d. soliciting, collecting, filtering and communicating member input regarding the scientific priorities of the Corporation and regarding the synchrotron radiation facilities and research programs supported by the funds of the Corporation;
- e. if needed, facilitating communication amongst the members by electronic or other means;
- f. coordinating the activities of the members of the Corporation with respect to promoting synchrotron radiation facilities and research;
- g. organizing any scientific content for meetings of *individual* members; and
- h. selecting recipients of any scientific honours, awards and scholarships given by the Corporation.

10. Composition of the Board

The Board shall be comprised of the Chair of the Board, the President and other Directors (hereafter called “*institutional* Directors” or “*individual* Directors”), each for a term of three (3) years, except as described in section 12 of this by-law.

As specified in the articles, the total number of all Directors must be between three (3) at minimum and seven (7) at maximum. The number of Directors shall be determined by a vote of the institutional members, up to the prescribed minimum and maximum number of Directors. The composition of the Board shall vary according to the following table:

Number of Directors	Directors elected by <i>institutional</i> members	Directors elected by <i>individual</i> members
Three (3)	Chair of the Board + one (1) Director	President
Five (5)	Chair of the Board + two (2) Directors	President + one (1) Director
Seven (7)	Chair of the Board + three (3) Directors	President + two (2) Directors

11. Election of Directors

The Chair of the Board and the *institutional* Directors shall be elected at the annual meeting of the *institutional* members, or at a special meeting of the *institutional* members called for the election of Directors.

The President and the *individual* Directors shall be elected at the annual meeting of the *individual* members, or at a special meeting of the *individual* members called for the election of Directors.

The Board of Directors shall propose a slate of candidates for any vacant Board positions to be filled at meetings of members. In selecting nominees, the Board of Directors shall consider the balance of expertise needed for good governance and recruit candidates that supply needed expertise.

12. Staggering of Terms of Office of Directors

At the first elections of Directors following the approval of this by-law, the President shall be elected for a term of three (3) years; the Chair of the Board shall be elected for a term of two (2) years; and all other Directors shall be elected for terms of one (1), two (2) or three (3) years as needed to achieve staggered terms in which approximately one-third (1/3) of the terms expire each year. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for terms of three (3) years.

Whenever the required number of Directors changes as set out in section 10 of this by-law, the members shall, by ordinary resolution, fix the length of the terms of office for any new Directors for not more than three (3) years and may reduce the terms of office of any incumbent Directors as needed to achieve staggered terms in which approximately one-third (1/3) of the terms expire each year. Whenever new or changed terms of office are required, the Board of Directors shall recommend to the *institutional* or *individual* members, as applicable, the new or reduced terms of office along with its slate of nominees for these positions.

Officers

13. President

The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

Specifically, the President shall also:

- a. be the chief scientific officer and spokesperson of the Corporation;
- b. preside over meetings of the *individual* members;
- c. report to the Board of Directors concerning the activities of the Corporation listed in section 9 of this by-law;
- d. carry out all orders and resolutions of the Board;
- e. be responsible for submitting research grant applications;
- f. be responsible for attracting *institutional* members and for soliciting their assistance as required; and
- g. liaise with heads of other Canadian and foreign scientific societies or organizations.

14. Chair of the Board

The Chair of the Board shall preside at all meetings of the Board of Directors and of the *institutional* members. The Chair shall have such other duties and powers as the Board may specify.

15. Other Officers

The Board may designate any other offices of the Corporation, appoint officers to such offices on an annual or more frequent basis, specify the duties of such officers and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An officer may, but need not be, a Director unless the by-laws otherwise provide. Two (2) or more offices may be held by the same person.

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), other offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. Vice-President – The Board may appoint a Vice-President from among the Board members who serves at the discretion of the Board to assist the President in the conduct of her duties and who shall act as President in the absence of the President or the inability of the President to act. In the case of a vacancy in the office of President, the Vice-President shall act as President until the vacancy is filled by means of an election at the next meeting of the *individual* members.

- b. Vice-Chair of the Board – If appointed, the Vice-Chair of the Board shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the *institutional* members. The Vice-Chair shall have such other duties and powers as the Board may specify.
- c. Secretary – If appointed, the Secretary shall attend and be the Secretary of all meetings of members, of the Board, of committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- d. Treasurer – If appointed, the Treasurer shall have such powers and duties as the Board may specify.

16. Removal of Officers and the Filling of Vacancies

The Board may remove the President for cause. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any other officer of the Corporation.

Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed;
- b. the officer's resignation;
- c. such officer ceasing to be a Director (if being a Director is a necessary qualification of appointment to the office); or
- d. such officer's death.

If any office of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

General Procedures for All Meetings

17. Voting

Unless otherwise provided by the articles, by the by-laws or by the Act, at any meeting of the Corporation, including meetings of members, meetings of the Board and committee meetings, any proposal must receive a majority of the votes cast on the proposal to pass. If there is a tie vote, the proposal fails, as it has not received a majority.

18. Place of Meetings

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, any meetings of the Corporation may be held at any place within Canada determined by the Board or, if all persons entitled to vote at such meeting so agree, outside Canada.

19. Participation in Meetings by Remote Means

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of the Corporation, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

20. Meetings Held Entirely by Remote Means

Any meeting of the Corporation may be held entirely, or in part, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting by such means is deemed to be present at the meeting, and a voting member may vote by such means.

21. Persons Entitled to be Present at Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting and the Directors of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. The public accountant is entitled to be present at meetings of *institutional* members. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

Meetings of Members – All Members

22. Notice of Meetings of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility during a period of fourteen (14) to thirty-five (35) days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, then the notice shall be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

23. Omissions and Errors in Notice

The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any

such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

24. Chair of Meetings of Members

The Chair of the Board shall preside over meetings of *institutional* members, and in his or her absence, the Vice-Chair shall preside.

The President shall preside over meetings of *individual* members, and in his or her absence, the Vice-President shall preside.

If no officer with responsibility to preside is present, then the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

25. Quorum at Meetings of Members

A quorum at any meeting of *institutional* members (unless a greater number of members are required to be present by the Act) shall be forty percent (40%) of the members entitled to vote at the meeting.

A quorum at any meeting of *individual* members (unless a greater number of members are required to be present by the Act) shall be twenty (20) members entitled to vote at the meeting and who are not graduate students.

26. Members Calling a Meeting of Members for a Member Proposal

The Board of Directors shall call a special meeting of members in accordance with section 167 of the Act, on written requisition of members carrying not less than five percent (5%) of the voting rights. If the Board of Directors does not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

Subject to the Regulations under the Act, any member proposal may include nominations for the election of Directors if it is signed by not less than five percent (5%) of members entitled to vote at the meeting at which the member proposal is to be presented.

The member who submitted the member proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented, unless otherwise provided by ordinary resolution of the members present at the meeting.

Meetings of Members – *Institutional* Members

27. Schedule, Purpose and Calling of Meetings

An annual meeting of *institutional* members will be called by the Board and held in advance of or during the annual meeting of *individual* members for the purpose of electing Directors to the Board, presentation of financial statements and appointing a public accountant. Other meetings of *institutional* members may be called by the Board, if needed.

28. Representatives of *Institutional* Members

Representatives of the *institutional* members shall be appointed by each institution to represent, and vote on behalf of, the institution during the meetings of members. An appointment in writing by the head, manager, or director of the division, department or faculty responsible for paying the membership fee shall be sufficient evidence of such appointment.

Meetings of Members – *Individual* Members

29. Schedule, Purpose and Calling of Meetings

An annual meeting of *individual* members will be called by the Board for the purpose of electing Directors to the Board and advancing the scientific activities of the Corporation. Other meetings of *individual* members may be called by the Board, if needed.

30. Proxy Voting

Pursuant to section 171(1) of the Act, a member entitled to vote at a meeting of *individual* members may vote by proxy by appointing in writing a proxyholder, and one (1) or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b. a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
 - i. at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or
 - ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate

- proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- d. if a form of proxy is created by a person other than the member, the form of proxy shall
 - i. indicate, in bold-face type,
 - A. the meeting at which it is to be used;
 - B. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting; and
 - C. instructions on the manner in which the member may appoint the proxyholder;
 - ii. contain a designated blank space for the date of the signature;
 - iii. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;
 - iv. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of Directors;
 - v. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of Directors; and
 - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
 - e. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
 - f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
 - g. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting, must contain a specific statement to that effect.

Pursuant to section 197(1) of the Act, a special resolution of the members (and if section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

Board Meetings

31. Calling of Meetings of the Board

Meetings of the Board may be called by the Chair, the Vice-Chair or any two (2) Directors at any time. If the Corporation has only one (1) Director, that Director may call and constitute a meeting.

32. Notice of Meetings of the Board

Notice of meetings of the Board shall be given in writing at least five (5) days in advance, unless a schedule of regular meetings is set, in which case no notice is required. Notice requirements may be waived by consent of those absent. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting.

The Board may determine other requirements for calling and giving notice of meetings.

Financial, Secretarial and Legal Matters

33. Financial Year End

The financial year end of the Corporation shall be determined by the Board of Directors.

34. Annual Financial Statements

The Corporation may, instead of sending to the members copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available by electronic means and stating how any member may obtain a copy free of charge.

35. Conflict of Interest

Every Director and officer shall disclose to the Corporation the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in section 141 of the Act.

36. Public Accountant and Level of Financial Review

The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

37. Indemnification

The Corporation may provide present or former Directors and officers with the indemnification described in section 151 of the Act.

38. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

39. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation or other persons as the Board of Directors may, by resolution from time to time, designate, direct or authorize.

40. Borrowing Powers

The Board of Directors of the Corporation may, without authorization of the members,

- a. borrow money on the credit of the Corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- c. give a guarantee on behalf of the Corporation; and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Appendix A. Organization Chart

